

Ref. No.: NBCC/BS/BSENSE/2022-23

September 7, 2022

National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot no. C/1,G Block Bandra Kurla Complex Bandra (E), Mumbai-400051 NSE Symbol: NBCC/EQ	BSE Limited, Floor 25 , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309
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Subject: Notice of the 62nd Annual General Meeting of NBCC (India) Limited

Sir,

This is to inform that the **62nd Annual General Meeting (AGM) of NBCC (India) Limited** would be held on **Thursday, September 29, 2022 at 12:00 Noon (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM)** in accordance with the provisions of the Companies Act, 2013 read with the applicable General Circular as issued by the Ministry of Corporate Affairs (MCA) and SEBI, from time to time.

A Copy of the 62nd AGM's Notice is enclosed herewith.

The aforesaid information is also available on the website of the company i.e. <https://www.nbccindia.com/webEnglish/announcementNotices>

This is for information and record. Kindly acknowledge receipt.

Thanking you,

Yours Sincerely
For NBCC (India) Limited

Deepti Gambhir
Company Secretary
F-4984

Encl: as above

Notice

Notice is hereby given that the 62nd Annual General Meeting of the members of **NBCC (India) Limited** will be held on **Thursday, September 29, 2022 at 12:00 Noon** (IST) through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company at **NBCC Bhawan, Lodhi Road, New Delhi -110003**.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller & Auditor General of India thereon.
2. To declare a final dividend of Rs. 0.50/- (i.e. 50%) per fully paid up equity Share of Rs. 1/- each for the financial year ended March 31, 2022.
3. To appoint a Director in place of Smt. Baldev Kaur Sokhey (DIN: 06955670), who retires by rotation and being eligible, offers herself for re-appointment.
4. To authorize Board of Directors to fix the remuneration of Statutory Auditor(s) of the Company for the FY 2022-23 as appointed by the Comptroller and Auditors General of India.

SPECIAL BUSINESS

5. **Appointment of Shri Tadi Lakshmi Narayan Reddy (DIN: 09085199) as Director (Projects) of the Company**

To consider, and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act), Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Shri Tadi Lakshmi Narayan Reddy (DIN: 09085199), who was appointed as Additional Director of the Company by the Board of Directors with effect from July 27, 2022 in terms of Office Order No: O-17034/42/2021-PS dated July 27, 2022 issued by the Ministry of Housing & Urban Affairs, Govt. of India, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as Director (Projects) (Additional Charge) on the terms and conditions as specified by Government of India from time to time and he shall be liable to retire by rotation.”

6. **Appointment of Shri Rajeev Kumar (DIN- 01610012) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and Rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Reg. 17 read with Reg. 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company and order of Ministry of Housing and Urban Affairs (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Rajeev Kumar (DIN- 01610012) who was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 years w.e.f. the date of notification of their appointment, or until further orders.”

7. **Appointment of Shri Bhimrao Panda Bhosale (DIN- 09422731) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and Rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Reg. 17 read with Reg. 25(2A) of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company, and order of Ministry of Housing and Urban Affairs (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Bhimrao Panda Bhosale (DIN- 09422731) who was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 years w.e.f. the date of notification of their appointment, or until further orders.”

8. **Appointment of Shri Meghjibhai Amarabhai Chavda (DIN- 09437262) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and Rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Reg. 17 read with Reg. 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company, and order of Ministry of Housing and Urban Affairs (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Meghjibhai Amarabhai Chavda (DIN- 09437262) who was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 years w.e.f. the date of notification of their appointment, or until further orders.”

9. **Appointment of Shri Asim Misra (DIN- 09428337) as an Independent Director of the Company:**

To consider, and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and 161 read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 (“Act”), and Rules notified thereunder (including any statutory modification or re-enactment thereof for the time being in force), Reg. 17 read with Reg. 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and other applicable provisions of Listing Regulations and Articles of Association of the Company, and order of Ministry of Housing and Urban Affairs (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Asim Misra (DIN- 09428337) who was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021 and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 3 years w.e.f. the date of notification of their appointment, or until further orders.”

10. **To ratify the remuneration of the Cost Auditor for the FY 2022-23**

To consider and if thought fit, to pass with or without modifications(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 1,50,000/- plus taxes to M/s R. M. Bansal & Co., Cost Accountants, (Firm registration no. 000022) appointed by the Board of Directors as Cost Auditor to conduct the cost audit of the Company for the financial year ending March 31, 2023.”

By order of the Board of Directors

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date : September 05, 2022

Registered Office: NBCC Bhawan, Lodhi Road, New Delhi-110003

CIN: L74899DL1960GOI003335, E-mail: co.sectt@nbccindia.com , Website: www.nbccindia.in

Contact: 011-24367314-18, 43591555 (EPABX), Fax : 91-11-24366995

NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 of the Companies Act, 2013 relating to the Special Business as set out at item nos. 5 to 10 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No.02/2022 dated May 5, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. As the physical attendance of members at the 62nd AGM is not required, hence members are requested to attend and participate the meeting through VC/OAVM. Further, the facility of appointment of proxies by members has also been dispensed with. Accordingly, in view of the above proxy form and attendance slip has not annexed to the notice. However, pursuant to Section 112 and Section 113 of the Companies Act, 2013, the President of India, Body Corporate(s) may appoint their representative to attend and participate at the Annual General Meeting through the VC/OAVM facility and to cast their votes through e-voting.

Annual Report and attendance at the AGM:

4. Electronic copy of the Annual Report for the financial year 2021-22 along with copy of the Notice of 62nd Annual General Meeting inter-alia indicating the process and manner of remote e-voting, instructions for members for e-voting on the day of the AGM, instructions for members for attending the AGM through VC/OAVM are being sent to all the members whose email addresses are registered with their Depository Participant(s) and M/s Alankit Assignments Ltd., the Registrar & Transfer Agents (RTA of the Company) for communication purposes.

Members who have not registered their email addresses or if there is any change in their email address are requested to immediately notify their email address/ change in their email address to their Depository Participant in case the shares are held in dematerialized form and to the RTA, in case the shares are held in physical form by providing necessary details.

To support the 'Green Initiatives', the members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Audited Financial Statements, Notices, Circulars, etc., from the Company electronically.

5. Members attending the meeting through VC/ OAVM may note that:
 - a) The facility for joining the meeting shall be kept open at least 15 minutes before and after the scheduled time of commencement/start of meeting by following the procedure as mentioned in the notice of the meeting;
 - b) Attendance of the members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013;
 - c) The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 1000 members on a first-come-first served basis. The large shareholders, i.e., shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc., are allowed to attend the meeting without restriction on account of first-come-first served principle;

- d) Members who would like to ask questions during the AGM, may send their questions or may register themselves as a speaker by sending a request from their registered email address mentioning their name, DP ID and Client ID/folio number and mobile number to investor.agm@nbccindia.com, not later than 5:00 p.m., **Thursday, September 22, 2022**. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM;
- Further, the members desirous of seeking any information/ clarification on any item(s) of business to be transacted at the meeting are requested to send their queries at investor.agm@nbccindia.com by **Thursday, September 22, 2022**, so that the information required/ clarification sought can be made readily available at the time of Annual General Meeting; and
- (e) Only those members, who are present at the AGM through VC/OAVM and have not casted their vote on resolutions through remote e-voting and are otherwise not barred from doing so, would be allowed to vote through e-voting system on proposed resolutions.

Final Dividend for the FY 2021-22 and TDS thereon:

6. The Board of Directors in its meeting held on May 30, 2022 recommended a final dividend of Rs. 0.50/- (i.e. 50%) per fully paid-up equity share of face value Rs. 1/- each for the financial year ended March 31, 2022. The Company has fixed **Friday, September 2, 2022** as the 'Record Date' for determining entitlement of members to receive final dividend for the financial year ended March 31, 2022, if approved, at the AGM. The dividend, subject to the provisions of Section 123 of the Companies Act, 2013, if declared at the Annual General Meeting, would be paid within 30 days of the Annual General Meeting to the eligible shareholders as on the Record Date i.e. **Friday, September 2, 2022** as follows:
- whose names appear as beneficial owners on the Record Date to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
 - whose names appear as Members in the Register of Members of the Company after giving effect to valid share transmission/transposition in physical form lodged with the Company /RTA on Record Date i.e. **Friday, September 2, 2022** (closing of business hours).
7. Members may further note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020, relevant Circulars and amendments thereof, if any. Further, in order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents **on or before September 14, 2022**. The detailed communication regarding TDS on dividend is provided on the link: <https://www.nbccindia.com/webEnglish/announcementNotices>.
- All the relevant documents are required to be submitted by shareholders at dividend.tax@nbccindia.com only, on or before **September 14, 2022**. We request you to visit www.nbccindia.com for more instructions and information in this regard.
- No communication on tax determination/ deduction shall be entertained after September 14, 2022. Shareholders are requested to note that in case their PAN is not registered/updated by September 14, 2022 till 5.00 P.M. (IST) tax will be deducted at 20% or applicable rate, whichever is higher or in any other manner as notified by the Government of India.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Request for such changes are to be made only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar & Transfer Agent i.e. M/s Alankit Assignments Ltd. As per MCA Circular No 20/2020 dated May 05, 2020, payment of dividend shall be made through electronic mode only.

Members holding shares in electronic form/dematerialized mode are requested to update their bank particulars with their respective DP along with the self-attested copy of PAN, ID proof etc. which will be used by the RTA / Company for

payment of dividend. In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, RTA / Company will send dividend warrants / demand drafts for payment of dividend to these members, by printing the bank account details of the members wherever applicable.

9. Details of Director seeking appointment or re-appointment as required to be provided pursuant to the provisions of (i) Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (ii) para 1.2.5 of the Secretarial Standard on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, is enclosed as **Annexure-A** to the Notice of AGM.
10. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/ re-appointed by the Comptroller and Auditor General of India (CAG) and in terms of Section 142 of the Companies Act, 2013, remuneration of the Statutory Auditors shall be fixed by the company in a General Meeting or in such manner as the company in a General Meeting may determine. Accordingly, it is proposed that the members may authorize the Board of Directors of the Company to fix the remuneration in addition to applicable taxes and reimbursement of actual traveling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.
11. Annual Report and notice of the 62nd Annual General Meeting is available on the Company's website, i.e., <https://www.nbccindia.in> and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice will be available electronically for inspection to the members during the AGM. Members seeking to inspect such documents can also send an email to investor.agm@nbccindia.com
13. **Members are requested to note:**
 - a) SEBI has made it mandatory for submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their demat account. Members holding share in physical form are requested to submit their PAN to the RTA;
 - b) In terms of the SEBI (LODR) Regulations, 2015, securities of listed companies can only be transferred in demat form. In view of the same, Members are advised to dematerialize their shares held in physical form;
 - c) Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Transfer Agents to enable them to consolidate all such holdings into one folio. A consolidated share certificate will be issued after making requisite changes; and
 - d) As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. Members who are holding shares in physical form and have not yet registered their nomination are requested to submit Form SH-13 for registering their nomination, Form SH-14 for making changes to their nomination details, Form ISR-2 for updating the signature of member and Form ISR-3 to opt out of nomination along with the relevant documents to RTA. The relevant forms are available on the company's website at <https://www.nbccindia.com/webEnglish/InvestorServiceRequest>. In case members are holding shares in dematerialized form, they can register their nomination with their respective DPs.
14. M/s Alankit Assignments Limited are acting as the Registrar and Transfer Agents (RTA) for carrying out the Company's entire share related activities, i.e., transmission/ transposition/ dematerialization/ rematerialization/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities, etc. Members are requested to make all correspondence related to share and allied activities, etc., with RTA at the following address:

**Alankit Assignments Limited,
4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055,
Tel: 011-42541234, Email ID: rta@alankit.com.**

Unclaimed Dividend and others :

15. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2020-21 and updated upto March 31, 2022 has been uploaded on the website of the Company www.nbccindia.in under 'Investor' section. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2014-15 and thereafter to IEPF are as follows:

Further, pursuant to the requirement of section 124(6) of the Companies Act, 2013 and Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all shares in respect of which dividend have not been paid or claimed for seven consecutive years or more shall be transferred to IEPF. In this regard, the Company has completed the posting of specific communications to the concerned shareholders whose dividend has not been paid or claimed for seven consecutive years, at their latest available addresses.

In view of the above, unclaimed final dividend for the financial year 2014-15 is due to be transferred to the Investor Education and Protection Fund of the Central Government on or after October 22, 2022, pursuant to the provisions

Financial Year	Face value of Share (In Rs.)	Dividend Declared	Declaration date	Due date for transfer to IEPF
2014-15	10	Rs. 5.50 @ 55% (Final)	September 16, 2015	October 22, 2022
2015-16	2	Rs. 2.00 @ 100% (Final)	September 14, 2016	October 20, 2023
2016-17	2	Rs. 0.53@26.5% (Interim)	March 29, 2017	May 4, 2024
2016-17	2	Rs. 1.10 @55.% (Final)	September 18, 2017	October 24, 2024
2017-18	2	Rs. 0.55@27.5% (Interim)	March 8, 2018	April 13, 2025
2017-18	1	Rs. 0.56@56% (Final)	September 14, 2018	October 20, 2025
2018-19	1	Rs. 0.65@65% (Final)	September 23, 2019	October 29, 2026
2019-20	1	Rs. 0.135@13.5% (Final)	December 22, 2020	January 27, 2027
2020-21	1	Rs. 0.47@47% (Final)	September 30, 2021	November 5, 2028

of Section 124 of the Companies Act, 2013. Further, corresponding shares on which dividend has not been paid or claimed for 7 (seven) consecutive years were also be required to transfer to the account of IEPF. Accordingly, the unclaimed/unpaid final dividend amounts for the financial year 2014-15 would be due to transfer to IEPF on October 22, 2022.

Members are advised to visit the website of the company i.e. www.nbccindia.in for detailed information and claim their dividend.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on www.iepf.gov.in. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

16. Members who hold physical shares may provide updated bank details by submitting hard copy of duly signed Form ISR-1 along with relevant documents mentioned therein to RTA. The said form is available at <https://www.nbccindia.com/webEnglish/InvestorServiceRequest>.
17. Members may send their requests for change / updation of address, bank account details, email address, nominations, etc.:
- **For shares held in dematerialised form** - to their respective Depository Participant;
 - **For shares held in physical form** - to the Registrar & Transfer Agents ("RTA") i.e. Alankit Assignments Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055, Tel: 011-42541234, Email ID: rta@alankit.com.

18. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023, and linking PAN with Aadhaar vide its circular dated November 3, 2021 and December 14, 2021. Members are requested to submit their PAN, KYC and nomination details to the Company's registrars Alankit Assignments Limited at rta@alankit.com. The forms for updating the same are available at <https://www.nbccindia.com/webEnglish/InvestorServiceRequest>. Members holding shares in electronic form are requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, the Company would be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. Members holding shares in electronic form are requested to submit their PAN to their DPs / agency with whom demat account is opened.
19. As per SEBI circular nos SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD_RTAMB /P/CIR/2022/70 dated May 25, 2022 the listed companies, with immediate effect, shall issue the securities only in demat mode while processing various investor service request pertaining to issuance of duplicate shares certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division/splitting of share certificate, consolidated of share certificate, transposition etc. Therefore, members are requested to submit hard copy of duly signed Form ISR-4 along with relevant documents to RTA. The detailed procedure and the relevant documents are available on the website of the Company at <https://www.nbccindia.com/webEnglish/InvestorServiceRequest>.
20. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P//CIR/2022/65 dated May 18, 2022 has simplified and standardized procedure for transmission of shares. Therefore, members are requested to make service request for transmission of shares by submitting hard copy of duly signed form ISR-5 along with relevant documents to RTA. The detailed procedure and the relevant documents are available on the website of the Company at <https://www.nbccindia.com/webEnglish/InvestorServiceRequest>.
21. Non-Resident Indian members are requested to inform the RTA immediately about:
 - I. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members of the Company under the category of Institutional / Corporate Members are encouraged to attend and vote at the AGM, through VC/OAVM. Institutional / Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization should be sent to the Scrutinizer by email from the registered email address of the member to corporatelegal@cspcjain.com with a copy marked to evoting@nsdl.co.in. They can also upload the Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login page.
23. Process and manner:
 1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) (as amended), and the Circulars issued by the MCA, the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using the remote e-voting system as well as the electronic voting system at the AGM will be provided by NSDL. Facility is also being provided to those members attending the AGM by VC, who have not cast their vote through remote e-voting and who are not barred from doing so, to cast their vote by e-voting during the AGM, in respect of the business transacted at the AGM.

2. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.nbccindia.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. Mr. P. C. Jain, Company Secretary (Membership No. FCS: 4103) Managing Partner of M/s. P. C. Jain & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the AGM venue e-voting and remote e-voting process in a fair and transparent manner.

The instructions for members for Remote E-Voting are as under:

The remote e-voting period would commence on **9:00 am (IST) on Monday, September 26, 2022 and shall end at 5 pm (IST) on Wednesday, September 28, 2022**. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members / Beneficial Owners as on the **cut-off date** i.e. **Thursday, September 22, 2022**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Thursday, September 22, 2022**.

How do I vote electronically using NSDL e-Voting system?




The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>Individual Shareholders holding securities in demat mode with NSDL.</p> <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for I D E A S P o r t a l ” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="755 1676 1284 1986" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to corporatelegal@cspcjain.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **investor.agm@nbccindia.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **investor.agm@nbccindia.com**. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.agm@nbccindia.com. The same will be replied by the company suitably.
6. The members who would like to express their views/have questions may pre-register themselves as a speaker, by sending their request from their registered email address mentioning their name, DPID and Client ID / folio number, PAN, email id,

and mobile number at investor.agm@nbccindia.com from Thursday, September 15, 2022 to Thursday, September 22, 2022. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The members who need technical assistance w.r.t. VC/OAVM before or during the AGM, can contact NSDL on evoting@nsdl.co.in 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President, National Securities Depository Ltd., located at 'A' Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013 on evoting@nsdl.co.in.

Other Instructions:

1. Members may also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
2. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of **Thursday, September 22, 2022**.
3. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the **cut-off date** i.e., on **Thursday, September 22, 2022** may follow the process as stated above or may obtain the log in ID and password by sending a request at evoting@nsdl.co.in or investor.agm@nbccindia.com
4. The Chairman, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of e-voting for all those members who are present at the AGM through VC/OAVM but have not casted their votes by availing the remote e-voting facility.
5. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at venue voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within two working days of conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
6. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. **www.nbccindia.in** and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
7. The resolutions listed in the Notice of the 62nd AGM of NBCC shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.



ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 5: Appointment of Shri Tadi Lakshmi Narayan Reddy (DIN:09085199) as Director (Projects) of the Company:

In terms of Office Order No: O-17034/42/2021-PS dated July 27, 2022 issued by the Ministry of Housing & Urban Affairs, Govt. of India, Shri Tadi Lakshmi Narayan Reddy (DIN:09085199), was appointed as Director (Projects) (Additional Charge) by the Board of Directors with effect from July 27, 2022.

Shri Reddy a graduate in Civil Engineering with MBA in Project Management and Post Graduate Diploma in HR Management is currently working as Managing Director of HSCL. Shri Reddy has rich and varied professional experience in various types of Infrastructure development works. Shri Reddy received the National Award for E-Governance 2007-08 and The Lieutenant Governor's Commendation Certificate in 2005 for rendering exemplary services in Tsunami relief & rehabilitation works in the Andaman & Nicobar Islands. Shri Reddy is also an IGBC Accredited Professional & has good knowledge on Green Building designs codes and standards.

Details of Shri Reddy are provided in the "Annexure-A" to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Reddy, is in any way, concerned or interested, in this resolution. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM NO. 6: Appointment of Shri Rajeev Kumar (DIN- 01610012) as an Independent Director of the Company:

In terms of Ministry of Housing and Urban Affairs (MoHUA) Office Order No. No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Rajeev Kumar (DIN- 01610012) was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021.

CA Rajeev Kumar holds Graduation in Physics (Hons) and is Fellow member of Institute of Chartered Accountants of India and has completed Certified course in Concurrent Audit from ICAI . He is in practice since the year 2004. He is an outstanding academician and a professional of repute having vast experience in the field of Taxation, Corporate Laws and Auditing. He is Financial Consultant of many organization apart from this he is an active social worker also.

Details of Shri Kumar are provided in the "Annexure-A" to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Rajeev Kumar, is in any way, concerned or interested, in this resolution. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval of the members

ITEM NO. 7: Appointment of Shri Bhimrao Panda Bhosale (DIN- 09422731) as an Independent Director of the Company:

In terms of Ministry of Housing and Urban Affairs (MoHUA) Office Order No. No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Bhimrao Panda Bhosale (DIN- 09422731) was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021.

Shri Bhosale is a Professor and Head at Center for Applied Linguistics and Translation Studies, The University of Hyderabad (UoH). He did his M.A and Ph.D. in English from Dr. Babasaheb Ambedkar Marthwada University, Aurangabad, Maharashtra. He is a member of Advisory Board of Health Education Development Research Associates (HEDRA) Vienna, Austria EU, a member of the Advisory Committee on a Translation Project of the Writings of a Marathi author Lokshahir Anna Bhau Sathe. One of his major contributions is – A Systemic Functional Profile of Marathi, written jointly with Prof. MIM Matthiessen based in Hong Kong. He has 32 years' experience of teaching and research. He represented several Academic Committees such as Board of Studies, Peer Review Committee for academic & administrative Audit Academic.

Details of Shri Bhosale are provided in the "Annexure-A" to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Bhosale is in any way, concerned or interested, in this resolution. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval of the members

ITEM NO. 8: Appointment of Shri Meghajibhai Amarabhai Chavda (DIN- 09437262) as an Independent Director of the Company:

In terms of Ministry of Housing and Urban Affairs (MoHUA) Office Order No. No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Meghajibhai Amarabhai Chavda (DIN- 09437262) was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021.

Shri Meghajibhai is an ex-MLA from the State of Gujarat. He Graduated in Commerce from P.D. Malaviya College, Rajkot. He is an active social worker with good communication and management skills.

Details of Shri Chavda are provided in the “Annexure-A” to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Chavda is in any way, concerned or interested, in this resolution. The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

ITEM NO. 9: Appointment of Shri Asim Misra (DIN- 09428337) as an Independent Director of the Company:

In terms of Ministry of Housing and Urban Affairs (MoHUA) Office Order No. No: O-17034/39/2014- PS (Part-1) (E. No. 9072545) dated November 22, 2021, Shri Asim Misra (DIN- 09428337) was appointed as an Additional Director (Independent Director) by the Board of Directors w.e.f. December 24, 2021.

Shri Asim Misra is a Social worker with unparallel leadership quality, astute organizing capability and eloquent oratorical skill. He holds post graduation (M.A) in history and MSW. He runs a NGO named Tengunia Sanskar Kendra in Purba Medinipur District. Shri Misra has acted as Project Director in National AIDS Control Organization (NACO) project on AIDS Awareness in Haldia from year 2008 to 2012. Trained in Coir Industries, he was principle co-ordinator in Prime Minister Employment generation programme (PMEGP) EDP training centre in Contai from year 2010 to 2014. Besides, He has also led various social awareness programme and social movements.

Details of Shri Misra are provided in the “Annexure-A” to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Misra is in any way, concerned or interested, in this resolution. The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval of the members

ITEM NO. 10: To ratify the remuneration of the Cost Auditor for the FY 2022-23

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s R.M. Bansal & Co. (Firm Registration No. 00022) as cost auditors to conduct the audit of the cost records for the Financial Year ending March 31, 2023 at a remuneration of Rs. 1,50,000/- plus taxes.

Accordingly pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the consent of the members is sought for ratification of remuneration payable to Cost Auditors for the FY 2022-23.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested, in the proposed resolution. The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the members.

By order of the Board of Directors
Sd/-
Deepti Gambhir
Company Secretary
(FCS : 4984)

Place: New Delhi
Dated: September 05, 2022

A BRIEF RESUME OF DIRECTORS PROPOSED TO BE REAPPOINTED IS GIVEN BELOW:

Annexure-A

Name	Smt. Baldev Kaur Sokhey (DIN : 06955670)	Shri Tadi Lakshmi Narayan Reddy (DIN : 09085199)	Shri Rajeev Kumar (DIN : 01610012)	Shri Bhimrao Panda Bhosale (DIN : 09422731)	Shri Meghijibhai Amarabhai Chavda (DIN : 09437262)	Shri Asim Misra (DIN : 09428337)
Date of Birth	June 3, 1964	January 14, 1966	December 25, 1964	August 25, 1958	December 04, 1958	January 03, 1981
Qualifications	B.Com, CMA	Graduate in Civil Engineering with MBA in Project Management, Post Graduate Diploma in HR Management	Graduation in Physics (Hons), CA	(M.A) in English, PH.D. in English	B.Com	(M.A) in History, MSW
Date of first appointment at the Board	August 16, 2019	November 11, 2021	December 24, 2021	December 24, 2021	December 24, 2021	December 24, 2021
Experience	34 Years (Approx.)	24 Years (Approx.)	18 Years (Approx.)	32 Years (Approx.)	27 Years (Approx.)	15 Years (Approx.)
Terms and Conditions of Appointment	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time
Remuneration sought to be paid	₹ 55.01 lakh paid during FY 2021-22	-	Only sitting fees is paid	Only sitting fees is paid	Only sitting fees is paid	Only sitting fees is paid
No. of shares held in NBCC	5,004 equity shares	NIL	NIL	NIL	NIL	NIL
Relationship with Other Directors and KMP	Not inter se related to any other Director of the Company					
Number of meetings of the Board attended during the FY 2021-22	23 (Twentythree) out of 24 (seven) held during her tenure	9 (nine) out of 9 (nine) held during his tenure	5 (five) out of 5 (five) held during his tenure	5 (five) out of 5 (five) held during his tenure	5 (five) out of 5 (five) held during his tenure	5 (five) out of 5 (five) held during his tenure
Expertise in Specific functional area	Smt. B K Sokhey has a rich experience of over three decades in the field of Finance, Accounting, Taxation	Shri TLN Reddy has served in various Civil Engineering units of Department of Telecommunications/	Shri Rajeev Kumar is a Fellow member of Institute of Chartered Accountants of India and is in practice since	Shri Bhosale is a Professor and Head at Center for Applied Linguistics and Translation Studies, The University of Hyderabad	Shri Meghijibhai is an ex-MLA from the State of Gujarat, was born in the year 1958. He Graduated in	Shri Asim Misra is Social worker with unparalleled leadership quality, astute organizing capability

	<p>and Investor Relations and IPO Management. Presently, she is serving as Chairperson on the Board of NBCC Services Limited (NSL), and Director on the Board of Real Estate Development Corporation of Rajasthan Limited (REDCOR) in addition to NBCC (India) Limited. Smt. Baldev Kaur Sokhey joined the Board of NBCC (India) Limited on August 16, 2019</p>	<p>Bharat Sanchar Nigam Limited (BSNL). Shri Reddy has rich and varied professional experience in various types of Infrastructure development works. While working at various senior level positions in DoT/BSNL/APWD (on Deputation), Shri Reddy has proven himself with sound technical skills, innovative ideas and people-centric leadership. Shri Reddy has many awards & accolades in his credit. Sri Reddy is also an IGBC Accredited Professional & has good knowledge on Green Building designs codes and standards.</p>	<p>year 2004. He is an outstanding academician and a professional of repute having vast experience in the field of Taxation, Corporate Laws and Auditing.</p>	<p>(UoH). He is a member of Advisory Board of Health Education Development Research Associates (HEDRA) Vienna, Austria EU, a member of the Advisory Committee on a Translation Project of the Writings of a Marathi author Lokshahir Anna Bhau Sathe. One of his major contributions is – A Systemic Functional Profile of Marathi, written jointly with Prof. MIM Matthiessen based in Hong Kong. He represented several Academic Committees such as Board of studies, Peer Review Committee for academic & administrative Audit Academic.</p>	<p>Commerce from P.D. Malaviya College, Rajkot. He is an active social worker with good communication and management skills.</p>	<p>and eloquent oratorical skill. He holds post graduation (M.A) in history and MSW. Shri Misra has acted as Project Director in National AIDS Control Organization (NACO) project on AIDS Awareness in Haldia from year 2008 to 2012. Trained in Coir Industries, he was principle co-ordinator in Prime Minister Employment generation programme (PMEGP) EDP training centre in contai from year 2010 to 2014. Besides, He has also led various social awareness programme and social movements.</p>
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					Islands. Sri Reddy is also an IGBC Accredited Professional & has good knowledge on Green Building designs codes and standards. The works undertaken under his teamwork have received letters of appreciation for high degree of professionalism & for thorough execution by Heads of many prestigious Institutions.				
Directorship held in other companies	1. Real Estate Development & Construction Corporation of Rajasthan Limited 2. NBCC Services Limited		NIL	NIL	1. Hindustan Steelworks Construction Limited (HSCL)	NIL	NIL	NIL	NIL
Memberships/ Chairmanships of Committees of NBCC and other Companies*	1 Stakeholder Relationship Committee (NBCC (India) Ltd.)		NIL	NIL	2 1. Audit Committee 2. Stakeholder Relationship Committee (NBCC (India) Ltd.)	NIL	2 1. Audit Committee 2. Stakeholder Relationship Committee (NBCC (India) Ltd.)	1 Audit Committee (NBCC (India) Ltd.)	

*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Membership of the Audit Committee and Stakeholder's Relationship Committee have only been taken into consideration as on March 31, 2022.